

EXHIBIT "A"



April 19, 2021

Robert Ogle, CRO, Member of the Board
Brendon Singh, Member of the Board
C/o: The Claro Group
711 Louisiana St., Suite 2100
Houston, TX 77002

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Media Operations Liquidating Company, LLC, f/k/a Ebony Media Operations, LLC ("EMO") and
(b) Media Holdings Liquidating Company, LLC, f/k/a Ebony Media Holdings, LLC

Re: Terms of Engagement

Dear Messrs. Ogle and Singh:

I am pleased to confirm Okin Adams LLP's (the "Firm") engagement to act as counsel to Media Operations Liquidating Company, LLC, f/k/a Ebony Media Operations, LLC (Case No. 20-33665) ("EMO") and (b) Media Holdings Liquidating Company, LLC, f/k/a Ebony Media Holdings, LLC (Case No. 20-33667) (the "Debtors") in connection with the aforementioned bankruptcy cases. We appreciate your confidence in us, and we look forward to working with you on this matter.

You have sought the Firm's representation to substitute in and act as general bankruptcy counsel to the Debtors in all matters before the bankruptcy court in connection with the Debtors' chapter 11 cases. Unless explicitly set forth in a subsequent written engagement agreement or written amendment to this agreement, the Firm's engagement by the Debtors shall include only those matters specifically included above.

At the beginning of our representation of a client, it is our policy to describe the manner in which we will bill for legal services and disbursements. A clear understanding of those matters helps to maintain a harmonious professional relationship. I encourage you to consider the matters set forth in this letter carefully and to raise with me any questions that you may have now or later about its contents.

Our Firm will bill the Company for services rendered on an hourly basis. I will be the attorney at the Firm primarily responsible for handling this matter. The Firm charges for my services at a rate of \$600 per hour and for other lawyers in the Firm at rates between \$275 and \$675 per hour. Hourly rates for paralegals and other support staff range from \$75 to \$150 per hour. The Firm may change these rates in the future, in which case the new rates will apply to work done after your receipt of written notice from the Firm of those rate changes. In addition, expenses advanced on your behalf or internal charges for administrative services are added to the statement rendered for the month in which such expenses or charges are recorded in the billing system.

We intend to keep time records in accordance with the guidelines provided by the U.S. Trustee and will send invoices to you on a monthly basis. We will follow the standard practices under the bankruptcy code and make applications for payment of fees and expenses from time to time.

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Payment will be required only after the bankruptcy court enters an order which directs the payment to the Firm.

Attached to this letter is a Statement of Firm Policies (the "Statement") that will apply to this representation, provided that to the extent of a conflict between the terms of the Statement and the terms of this letter, the terms of this letter shall control. Please review these policies and let me know if you have any questions concerning them. If the terms described above and in the attached Statement of Firm Policies are satisfactory to you, please so indicate by signing the enclosed copy of this letter and returning the signed copy.

Sincerely,

Christopher Adams

Christopher Adams

THE STATE BAR OF TEXAS INVESTIGATES AND PROSECUTES PROFESSIONAL MISCONDUCT COMMITTED BY TEXAS ATTORNEYS. ALTHOUGH NOT EVERY COMPLAINT AGAINST OR DISPUTE WITH A LAWYER INVOLVES PROFESSIONAL MISCONDUCT, THE STATE BAR'S OFFICE OF GENERAL COUNSEL WILL PROVIDE YOU WITH INFORMATION ABOUT HOW TO FILE A COMPLAINT. PLEASE CALL 1-800-932-1900 TOLL-FREE FOR MORE INFORMATION.

AGREED:

**MEDIA OPERATIONS LIQUIDATING COMPANY
MEDIA HOLDINGS LIQUIDATING COMPANY, LLC**

By: *Robert E Ogle*
Name: Robert Ogle
Title: Member of the board

Date: APRIL 20, 2021

By: *Brendon Singh*
Name: Brendon Singh
Title: Member of the board

Date: April 20, 2021